

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
DELPHI CORPORATION, <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	
)	(Jointly Administered)
Debtors.)	
)	

**ORDER REGARDING STIPULATION IN RESPECT
OF THE SECTION 1113 PROCEEDINGS**

Upon the Notice of Presentment dated April 24, 2006, of Delphi Corporation, *et al.*, Debtors and Debtors In Possession in these proceedings (“Delphi” or “Debtors”), the Official Committee of Unsecured Creditors appointed in the chapter 11 cases of the Debtors (“UCC”), and Pension Benefit Guaranty Corporation (“PBGC”) (the “Parties”); and the Court having jurisdiction to consider the Notice of Presentment pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been provided in accordance with this Court’s Case Management Order; and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and it appearing that no other or further notice need be provided; and the Court having reviewed the Stipulation; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Stipulation is approved; and it is further

ORDERED that the Stipulation shall govern the rights of the Parties with respect to Debtors' Motion for Order Under 11 U.S.C. § 1113(c) Authorizing Rejection of Collective Bargaining Agreements and Under 11 U.S.C. § 1114(g) Authorizing Modification of Retiree Welfare Benefits ("Section 1113 and 1114 Motion") and with respect to any subsequent proceedings under 29 U.S.C. § 1341 or 29 U.S.C. § 1342; and it is further

ORDERED that upon entry of this Order (with the contemporaneous effectiveness of the Stipulation and the rights granted thereunder, any objections or motions to reconsider the Notice of Presentment are overruled.

SO ORDERED this 4th day of May, 2006

/s/Robert D. Drain
The Honorable Robert D. Drain
United States Bankruptcy Judge